

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF
ASSUNCAO BROS., INC. RE: BANKRUPTCY CODE CHAPTER 11 FILING**

The undersigned, constituting all of the members of the Board of Directors (the “Board”) of Assuncao Bros., Inc., a New Jersey corporation (the “Company”), do hereby confirm that the Board members have signed this consent and the resolutions set forth below (this “Consent”) shall be deemed to have been adopted at a special meeting of the Board, duly called and held, for the purpose of acting upon proposals to adopt such resolutions in accordance with the laws of the State of New Jersey:

RESOLVED, that in the reasonable business judgment of the Board it is desirable and in the best interest of the Company and its creditors that a petition filed by the Company seeking relief under the provisions of Chapter 11 of title 11, United States Code (the “Bankruptcy Code”) and the filing of such petition is authorized hereby, and the Company shall initiate a bankruptcy case and proceedings; and be it further

RESOLVED, that the proper officers of the Company (each, an “Authorized Officer” and together, the “Authorized Officers”), be and each hereby is, authorized and directed, for and on behalf of the Company, to execute and verify a petition in the name of the Company under Chapter 11 of the Bankruptcy Code and cause the same to be filed in the United States Bankruptcy Court for the District of New Jersey; and be it further

RESOLVED, that the following individuals are now serving as the officers of the Company, holding the offices set opposite their respective names:

<u>Name</u>	<u>Office Held</u>
Martin Assuncao	President
Lisa M. Assuncao	Secretary

AND BE IT RESOLVED, that the Authorized Officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to take or cause to be taken any and all actions, in compliance with applicable law, which the Authorized Officer taking such action(s) may deem necessary or appropriate to communicate the position of this Board, as set forth in the foregoing resolutions, to the Company’s shareholders; and be it further

RESOLVED, that the Authorized Officers of the Company, or any of them, be and they hereby are, authorized to execute, verify and/or file or cause to be filed (or direct others to do so on their behalf), all documents, including, without limitation, petitions, schedules, lists, affidavits, motions, pleadings and other papers and to take any and all action which they may deem necessary or proper in connection with such proceedings under Chapter 11 of the Bankruptcy Code; and be it further

RESOLVED, that the law firm of Fox Rothschild LLP (“Fox”), be and hereby is employed as attorneys for the Company as general bankruptcy counsel in connection with the Company’s bankruptcy case under Chapter 11; and be it further

RESOLVED, that KCP Advisory Group LLC (“KCP”), be and hereby is employed as financial advisors for the Company in connection with the Company’s bankruptcy case under Chapter 11; and be it further

RESOLVED, that the Authorized Officers of the Company are hereby authorized and directed to execute retention agreements, pay retainers prior to and after the filing of the bankruptcy case, and cause to be filed an application for authority to retain the services of Fox and KCP and any other restructuring professionals deemed necessary or beneficial; and be it further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered for and in the name of the Company to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements or other writings referred to in forgoing resolutions; and be it further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, in the name and on behalf of the Company to take or cause to be executed or delivered all such

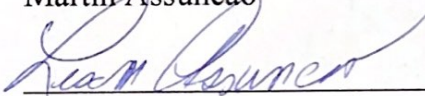
further agreements, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the forgoing resolutions;

AND BE IT FURTHER RESOLVED that all acts lawfully done or actions lawfully taken by any Authorized Officers to seek relief on behalf of the Company under Chapter 11 of the Bankruptcy Code, or in connection with the Chapter 11 case, or any matter related thereto, be and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

This Consent may be executed in one or more counterparts (including by facsimile or e-mail), each of which shall be deemed an original, and all of which together shall constitute one and the same, document.

Dated: August 3, 2022



Martin Assuncao

Lisa M. Assuncao